



**MCB Bank Limited**  
**Company Secretary Office**  
6th Flor, MCB House  
15 Main Gulberg, Jail Road  
Lahore, Pakistan

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PSX-100(5F)2024/06  
March 05, 2024

**General Manager**  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
**Karachi.**

*Dear Sir,*

**Sub: Text of Advertisement Prior to Publication - Notice of 76<sup>TH</sup> AGM of MCB Bank Limited**

Please find enclosed herewith the text of advertisement in respect of "Notice of 76<sup>th</sup> Annual General Meeting" of MCB Bank Limited (the "Bank"), scheduled to be held on **Wednesday, March 27, 2024 at 11:00 AM (PST)** at Grand Ball Room-A, 4<sup>th</sup> Floor, The Nishat Hotel adjacent to Emporium Mall, Abdul Haq Road, Johar Town, Lahore, with Video Link facility.

This advertisement will be published in the newspapers i.e. the daily "Business Recorder" and the daily "Jang" on March 06, 2024. Subsequent to the publication of the advertisement, the copies of newspaper cuttings will also be submitted to the Exchange.

You may please inform the TRE Certificate Holders of the Exchange, accordingly.

Yours sincerely,

**Muhammad Imran**  
SVP/Department Head  
Corporate Affairs Division

Encl: As above

# NOTICE OF 76<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that 76<sup>th</sup> Annual General Meeting of **MCB Bank Limited** (the "Bank") will be held on **Wednesday, March 27, 2024 at 11:00 AM (PST)** at Grand Ball Room-A, 4<sup>th</sup> Floor, The Nishat Hotel adjacent to Emporium Mall, Abdul Haq Road, Johar Town, Lahore with Zoom Link facility to transact the following business:

## Ordinary Business:

- To confirm the minutes of Annual General Meeting held on March 27, 2023.
- To receive, consider and adopt the Annual Audited Separate and Consolidated Financial Statements of the Bank together with the Directors' Report and Auditors' Report thereon and the Chairman's Review Report for the year ended December 31, 2023.  
The Annual Report including the Audited Financial Statements and related reports has been uploaded on the website of the Bank which can be downloaded from the following link:  
<https://www.mcb.com.pk/assets/documents/Annual-Report-2023.pdf>
- To appoint Auditors of the Bank and fix their remuneration. The members are hereby notified that the Board's Audit Committee and the Board of Directors have recommended the name of retiring auditors, namely, M/s A. F. Ferguson & Co., Chartered Accountants, being eligible, for re-appointment as auditors of the Bank.
- To approve, as recommended by the Board of Directors, the payment of Final Cash Dividend @ 90% i.e., PKR 9.00 per share, having face value of PKR 10/- in addition to 210% i.e., PKR 21.00 per share Interim Cash Dividends already declared and paid, thus, total 300% i.e., PKR 30.00 per share for the year ended December 31, 2023.
- To elect twelve (12) Directors as fixed by the Board of Directors of the Bank under Section 159(1) of the Companies Act, 2017 for a period of three (3) years commencing from March 27, 2024. The following are names of retiring directors who are eligible for re-election:
  - Mian Mohammad Mansha.
  - Mr. Muhammad Tariq Rafi.
  - Mian Umer Mansha.
  - Mrs. Iqraa Hassan Mansha.
  - Mr. Muhammad Ali Zeb.
  - Mr. Mohd Suhail Amar Suresh Bin Abdullah.
  - Mr. Yahya Saleem.
  - Mr. Salman Khalid Butt.
  - Mr. Masood Ahmed Puri.
  - Mr. Shahzad Hussain.
  - Mr. Shariffuddin Bin Khalid.
  - Shaikh Muhammad Jawed.

## Special Business:

- To consider and if deemed fit, to pass an Ordinary Resolution, as proposed in the Statement of Material Facts annexed to this Notice, in pursuance of S.R.O. 389 (I)/2023, dated March 21, 2023 of the Securities & Exchange Commission of Pakistan to authorize the Bank to transmit the Annual Report comprising annual balance sheet, profit & loss account, auditors report, directors report etc., to the members of the Bank through QR enabled code and web-link instead of transmitting the same through CD/DVD/USB.
- To consider and if deemed fit, to pass an Ordinary Resolution, as proposed in the Statement of Material Facts annexed to this Notice, to approve the amended Directors' Remuneration Policy and revised scale of remuneration of the directors for attending the Board and its Committees Meetings.

{Attached to this Notice circulated to the members is the Statement of Material Facts as required under Section 134(3) of the Companies Act, 2017 (the "Act") and draft resolutions pertaining to the special businesses and the Statement under Section 166(3) of the Act}.

By Order of the Board,

-Sd-

**FARID AHMAD**

Company Secretary

**March 06, 2024**

**Lahore.**

## Notes:

- The Shares Transfer Books of the Bank will remain closed from **March 18, 2024 to March 27, 2024** (both days inclusive). Transfers received at office of the Share Registrar and Transfer Agent of the Bank at its below mentioned address, at close of business hours on **March 15, 2024** will be treated as being in time for the purpose of entitlement of Final Cash Dividend and also to attend, speak and vote at the AGM of the Bank.
- A member entitled to attend and vote at AGM may appoint another member as a proxy to attend and vote on his/her behalf. No person shall act as a proxy, who is not a member of the Bank. A corporate entity, being a member, may authorize through resolution of its board or other governing body, an individual to act as its representative and the individual so authorized shall be entitled to exercise the same powers on behalf of the corporate entity which he represents.
- The proxies and in case of corporate entity, the power of attorney or resolution of the board of directors or other governing body (if any) under which it is signed, a notarized/certified copy of the same in order to be effective must be deposited at the Registered Office of the Bank not later than 48 hours (no account shall be taken of any part of the day that is not a working day) before the time for holding the Meeting, and must be duly stamped, signed and witnessed.
- If a Member appoints more than one proxy, and more than one instrument of proxy is deposited by a Member, all such instruments of proxy shall be rendered invalid.
- Members having physical scrip of shares are requested to immediately notify the change, if any, in their registered addresses and e-mails, in writing, to the Share Registrar and Transfer Agent of the Bank, whereas, CDC Account holders are requested to contact their CDC Participant/CDC Investor Account Services.
- As per Members' Register, some of the shareholders are maintaining more than one folio. Carrying two or more different folios may be inconvenient for the shareholders to reconcile and receiving different benefits in the shape of dividends/ bonus etc. Such shareholders may send requests to the Bank's Share Registrar to merge their folios into one folio.
- Central Depository Company of Pakistan ("CDC") Account holders will further have to follow the under mentioned guidelines as laid down by Circular No. 01, dated January 26, 2000, issued by the Securities and Exchange Commission of Pakistan ("SECP").
- A Proxy Form, both in English and Urdu language, is being sent to the Members, along with Notice of AGM. The form of proxy is also available on website of the Bank i.e., [www.mcb.com.pk](http://www.mcb.com.pk)
- Copies of the Notice of AGM and the latest annual audited/quarterly financial statements of the Bank have been kept at the Registered Office of the Bank which can be obtained during the business hours on any working day from the date of publication of this Notice of AGM till the day before the AGM.
- Annual Report 2023 including Notice of AGM, and the annual audited financial statements, reports and other material has been placed on website of the Bank. [www.mcb.com.pk](http://www.mcb.com.pk)
- The procedure for E-Voting and Voting through Ballot Paper, in accordance with the requirements of the Companies (Postal Ballot) Regulations, 2018 ("Postal Ballot Regulations") as amended from time to time, is given below:

## Procedure for E-Voting:

- E-voting facility will be provided by M/s Corplink (Private) Limited, the Share Registrar & Corporate Consultants, acting as E-Voting Service Provider, appointed by the Board of Directors;
- Details of e-voting facility will be shared through an e-mail to those members of the Bank who have their valid CNIC numbers, cell numbers, and e-mail addresses (Registered email ID) available in the register of members of the Bank on or before March 15, 2024.
- Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login;
- Members shall cast their votes for Agenda Item No. 5 (if the number of persons who offer themselves to be elected is more than the number of directors fixed under Section 159 of the Act) and for Agenda Items No. 6 and 7 (Special Businesses as mentioned in the Notice of AGM) through the web portal provided by M/s Corplink (Private) Limited from 09:00 AM {Pakistan Standard Time ("PST")} March 24, 2024 till 5:30 PM (PST) March 26, 2024. Votes shall only be casted during this schedule; and
- Once the vote on a resolution is casted by a Member, he/she shall not be allowed to change it subsequently.

## Procedure for Voting Through Ballot Paper:

- Members may alternatively opt for voting through Ballot Paper. As per the requirements of Postal Ballot Regulations, the Ballot Paper will be published in the newspapers and will also be uploaded on Bank's website [www.mcb.com.pk](http://www.mcb.com.pk) not later than seven days before the AGM;
- Members shall cast their votes for Agenda Item No. 5 (if the number of persons who offer themselves to be elected is more than the number of directors fixed under Section 159 of the Act) and for Agenda Items No. 6 and 7 (Special Businesses as mentioned in the Notice of AGM) shall send the postal ballot, duly filed-in, signed and accompanied with a copy of valid Computerized National Identity Card ("CNIC") to the Chairman of the AGM at 6<sup>th</sup> Floor, MCB Building, 15-Main Gulberg, Jail Road, Lahore and/or through email at [corporate.affairs@mcb.com.pk](mailto:corporate.affairs@mcb.com.pk). The Postal Ballot should reach the aforementioned office on or before 05:30 PM, March 26, 2024;
- Any Ballot Paper received after this time/date will not be considered for voting;
- In case of an Individual, signature on Ballot Paper should match with signature on CNIC, NICOP/Passport (in case of foreigner); however, in case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution / Power of Attorney / Authorization Letter etc., in accordance with Section(s) 138/139 of the Act. In the case of foreign body corporate etc., all documents must be attested by the Consul General of Pakistan having jurisdiction over the member; and
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written Ballot Paper will be rejected.

## Requirements to attend the AGM through Video-Link

As per the requirements of the SECP, the Bank is providing Video-Link facility for participation in the AGM. This facility is in addition to hold physical AGM at designated venue. The Members or their proxy holders who wish to attend the AGM through Video-Link are required to register themselves by providing the following information along with valid CNIC/ Passport (both sides)/attested copy of board resolution/power of attorney as applicable through email at: [corporate.affairs@mcb.com.pk](mailto:corporate.affairs@mcb.com.pk) of the Bank on or before March 22, 2024.

Name of Share holder	Folio/CDC Account Number	Number of Shares Held	Valid CNIC/NTN/Passport Number	Mobile Number and Email Address

The Members or their proxies who are registered after necessary verification shall be provided a Video-Link facility by the Bank on their email addresses. The Login facility shall remain open from the start of the AGM till its proceedings are concluded.



